

**MINUTES OF A SPECIAL MEETING OF
THE MEMBERS OF LINCOLN COMMONS HOMEOWNERS
ASSOCIATION**
A COLORADO NONPROFIT CORPORATION

The members of Lincoln Commons Homeowners Association, a Colorado nonprofit corporation (the “**Association**”), held a special meeting on September 10, 2019, at 6:00 p.m., at 4310 Yellow Dock Point, Colorado Springs, Colorado 80911.

The following members of the Association were present in person or by proxy:

See Sign-In Sheets and Proxies incorporated herein as **Attachment 1**.

The following additional persons were present at the meeting:

Jordon Guinane (member, Board Member, and President of the Association)

Jacque Guinane (member, Board Member, and Secretary of the Association)

Ashley Mengel (Association Board Member)

Adam L Weitzel, Esq., Christopher J. Aikin, Esq., with Business Law Group (attorneys for Lincoln Commons, LLC (the “**Declarant**”))

Holly Baxter (paralegal at Business Law Group)

1. **MEETING CHAIRMAN; ATTORNEY DISCLAIMER.** Mr. Weitzel stated that he is an attorney and represents Lincoln Commons, LLC, the developer and Declarant, that he does not represent the Association or its members, that the members’ or Association’s interests may be different from Lincoln Commons, LLC, that he is not providing them legal advice and they should not consider his statements during the Special Meeting as legal advice, and that they should seek independent legal advice from their own lawyers. He stated that Jordon Guinane is the owner of the developer and Declarant and serves as President of the Association, and that Mr. Guinane requested that Mr. Weitzel serve as chairman of the Special Meeting. Mr. Weitzel invited questions or requests for clarification. There were no such questions or requests.

2. **CALL TO ORDER; MEETING SECRETARY.** The Special Meeting was called to order at 6:16 p.m. Jacque Guinane was appointed Secretary of the Special Meeting with instructions to prepare a record of the Special Meeting.

3. **PURPOSE AND OUTLINE OF MEETING.** Mr. Weitzel provided a brief outline of the agenda for the meeting.

4. **PROOF OF NOTICE; LIST OF MEMBERS.** Mr. Weitzel presented a copy of the Notice of the Special Meeting dated August 23, 2019 (“**Notice**”). Reading of Notice was waived.

Mr. Weitzel presented a list of the Members of the Association as shown on the Association’s books and records as of August 23, 2019 (“**List of Members**”).

Mr. Weitzel presented the Affidavit of Service of Notice of Special Meeting, subscribed and sworn by Jacque Guinane and dated September 10, 2019 (“**Guinane Affidavit**”).

Mr. Weitzel presented the Affidavit of Mailing of Notice of Special Notice, subscribed and sworn by Holly Baxter and dated September 10, 2019 (“**Baxter Affidavit**”).

The Notice, List of Members, Guinane Affidavit, and Baxter Affidavit were kept open to inspection throughout the Special Meeting and are incorporated into these minutes as **Attachment 2**.

5. **QUORUM.** A quorum was declared present based upon the presence of the members of the Association and those present by proxy as set forth in the above-referenced Sign-In Sheets and Proxies (Attachment 1).

6. **INSPECTOR OF ELECTION.** Mr. Weitzel solicited volunteers to act as the Inspector of Election and collect and tally votes cast at the Special Meeting. Member Jake Smith was the only volunteer. Mr. Smith was appointed Inspector of Election and executed his written oath of office. A copy of Mr. Smith’s executed Oath of the Inspector of Election is included in these Minutes as **Attachment 3**.

THE FOLLOWING CORPORATE ACTIONS WERE TAKEN BY APPROPRIATE MOTIONS
DULY MADE, SECONDED, AND ADOPTED BY THE MEMBERS
OF THE ASSOCIATION ENTITLED TO VOTE THEREON.

7. **AGENDA ITEM 1: RESOLUTION TO RATIFY THE PRIOR ACTIONS OF THE DECLARANT, THE ASSOCIATION, ITS DIRECTORS, AND OFFICERS.** After background discussion, the following Resolution was considered:

RESOLUTION NO. 1: All actions of the Declarant, the Association, its Directors, and Officers taken by, for, or for the benefit of the Association prior to this Special Meeting, including those actions more specifically described in tonight’s discussion, along with all actions of the Owners who were purportedly elected to the Board on February 20, 2019, who took action on behalf of the Association as the Board of Directors, even though it was later determined that the results

of such election were not valid, be and hereby are approved and ratified as the actions of the Association.

Action Taken: After additional discussion by the members, and upon being moved and seconded, a vote on Resolution No. 1 was taken. The polls opened at 6:54 p.m. and closed at 6:59 p.m. Upon tallying the votes, the Inspector of Election determined that the motion did not carry, and by majority vote the Association members declined to adopt Resolution No. 1.

8. **AGENDA ITEM 2: TO ADOPT THE BYLAWS OF THE ASSOCIATION.** After background discussion, the following Resolution was considered:

RESOLUTION NO. 2: The proposed Bylaws of the Association, a copy of which were provided with the Notice of this Special Meeting, and which are also available for inspection, be and hereby are approved and adopted as the Bylaws of Lincoln Commons Homeowners Association.

Action Taken: After additional discussion by the members, and upon being moved and seconded, a vote on Resolution No. 2 was taken. The polls opened at 7:10 p.m. and closed at 7:15 p.m. Upon tallying the votes, the Inspector of Election determined that the motion carried by majority vote. The Association members approved Resolution No. 2 and adopted the Association's Bylaws. A copy of the Bylaws adopted by the Association is included herein as **Attachment 4**.

9. **AGENDA ITEM 3: TO ELECT OWNERS TO SERVE ON THE ASSOCIATION'S EXECUTIVE BOARD OF DIRECTORS.** After discussion, and in accordance with the Bylaws, the current Board of Directors unanimously determined that the Association's Board of Directors shall consist of nine directors, the maximum number of directors permitted under the Association's Articles of Incorporation and Bylaws.

Action Taken: After additional discussion by the members, and upon being moved and seconded, the Association members also determined by majority vote that there shall be nine directors on the Association's Board of Directors, and that the Association's members shall vote at the Special Meeting for up to nine candidates on their ballots (and shall disregard the notation on the pre-printed ballot to vote for up to five candidates).

Action Taken: Nominations for directors to serve on the Board of Directors, including self-nominations, were solicited and accepted. Ten candidates were nominated to serve on the Association's Executive Board of Directors.

The names of all 10 candidates nominated to serve on the Board were displayed on the presentation screen at the Special Meeting. Mr. Weitzel stated that the members could vote for up to nine nominees, or for fewer than nine nominees, and that the nine nominees receiving the most votes would be elected to the Board.

Action Taken: Polls opened at 8:03 p.m. and voting occurred until the polls closed at 8:08 p.m. Upon the closing of the polls, the Inspector of Election collected and tallied the votes. The report of the Inspector showed the following individuals received the most votes and were thereby elected and appointed to serve as Directors on the Associations Executive Board of Directors:

Vanessa Bowman	4237 Perryville Point
Ebony Davis	4288 Little Rock View
Jocelyn Farrar	4334 Yellow Dock Point
Michael Ferioli	4204 Little Rock View
Jacque Guinane	4243 Perryville Point
Jordon Guinane	4310 Yellow Dock Point
Brent Hale	4252 Little Rock View
Travis Kemmer	4352 Yellow Dock Point and 4358 Yellow Dock Point
Mollie Miller	4316 Yellow Dock Point

Heather Caron was also nominated and listed on the presentation screen but did not receive enough votes to be elected to the Board. There was one write-in candidate, Tiffany Mowrer, 4211 Little Rock View, but she also did not receive enough votes to be elected to the Board.

The Inspector's report and tally of votes is included in these minutes as **Attachment 5**.

10. **AGENDA ITEM 4: TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.** After invited to do so, no member raised any other business to come before the Special Meeting.

11. **ADJOURNMENT.** The purposes set forth in the Notice having been accomplished, there being no further business, and upon being moved and seconded, the meeting was adjourned at 8:15 p.m.

List of Attachments:

Attachment 1:	Sign-In Sheets and Proxies
Attachment 2:	Notice, List of Members, Guinane Affidavit, Baxter Affidavit
Attachment 3:	Oath of the Inspector of Elections
Attachment 4:	Bylaws of Lincoln Commons Homeowners Association
Attachment 5:	Inspector of Election's report and tally of votes

Date

Jacque Guinane, Secretary